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5 UNITED STATES DISTRICT COURT
6 WESTERN DISTRICT OF WASHINGTON
7 AT SEATTLE

8 STALWART CAPITAL, LLC,

9 Plaintiff,

10 v.

11 ICAP PACIFIC NORTHWEST
12 OPPORTUNITY AND INCOME
13 FUND, LLC, et al.,

14 Defendants.

C14-1128 TSZ

MINUTE ORDER

15 The following Minute Order is made by direction of the Court, the Honorable
16 Thomas S. Zilly, United States District Judge:

17 (1) Defendant iCapEquity Real Estate Fund I, LLC recently filed an Amended
18 Corporate Disclosure Statement, docket no. 151, representing that, as of July 24, 2014, its
19 members included three (3) trusts and two (2) limited liability companies, one of which
20 (Ariana Holdings, LLC) has four (4) trusts as members. The Amended Corporate
21 Disclosure Statement does not, however, explain whether the trusts at issue are traditional
22 trusts or business trusts, for example, real estate investment trusts. See GBForefront, L.P.
23 v. Forefront Mgmt. Group, LLC, 888 F.3d 29, 37-41 (3d Cir. 2018) (distinguishing
between a traditional trust, the citizenship of which is based on the citizenship of each
trustee, and a business trust, the citizenship of which is analyzed by considering the
citizenship of each constituent owner, member, or beneficiary (citing Americold Realty
Trust v. Conagra Foods, Inc., 136 S. Ct. 1012 (2016))). Within fourteen (14) days of the
date of this Minute Order, defendant iCapEquity Real Estate Fund I, LLC shall file a
revised corporate disclosure statement, signed under penalty of perjury by a party
representative with personal knowledge, setting forth either (i) the owners, members,
and/or beneficiaries of the various trusts at issue and their respective citizenship, or
(ii) sufficient facts from which the status of such trusts as traditional trusts can be
ascertained.

1 (2) Defendants' motion for entry of supplemental findings of fact and
2 conclusions of law, docket no. 144, is RENOTED to June 29, 2018.

3 (3) If the Court, after reviewing defendant iCapEquity Real Estate Fund I,
4 LLC's revised corporate disclosure statement, is persuaded that complete diversity
5 existed at the time this action was commenced, the Court would be inclined to treat the
6 pending motion, docket no. 144, as seeking leave to amend the pleadings to cure the
7 inadequate allegations of diversity jurisdiction. See 28 U.S.C. § 1653; see also Newman-
8 Green, Inc. v. Alfonzo-Larrain, 490 U.S. 826, 830-31 (1989) (recognizing that § 1653
9 permits amendments to the pleadings when diversity jurisdiction "in fact existed at the
10 time the suit was brought or removed, though defectively alleged"). On the other hand,
11 if the parties' various filings do not support a finding of diversity jurisdiction, the Court
12 will likely dismiss this matter without prejudice. Before the Court enters any final order,
13 however, the parties will be provided an opportunity to submit additional briefing.

14 (4) The Clerk is directed to send a copy of this Minute Order to all counsel of
15 record.

16 Dated this 14th day of June, 2018.

17 William M. McCool
18 Clerk

19 s/Karen Dews
20 Deputy Clerk